

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

TRONOX INCORPORATED, et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 09-10156 (ALG)
)
) Jointly Administered
)

ORDER ADJOURNING AUCTION AND SALE HEARING

This matter coming before the Court pursuant to the request of the above-captioned debtors and debtors in possession (collectively, “Tronox”) in connection with the potential sale of substantially all of Tronox’s operating assets pursuant to section 363 of the Bankruptcy Code:

WHEREAS, on September 23, 2009, the Court entered an Order (A) Approving Bidding Procedures and Overbid Protections in Connection with the Sale of Substantially All of Tronox’s Assets; (B) Approving the Form and Manner of Notice; (C) Scheduling an Auction and a Sale Hearing; and (D) Approving Procedures for Determining Cure Amounts [Dkt. No. 715] (the “Bidding Procedures Order”)² setting forth procedures to govern the Sale and Auction process;

WHEREAS, paragraph 4 of the Bidding Procedures Order provides that “[t]he Auction may be adjourned or cancelled by Tronox in the exercise of its reasonable business judgment, subject to the rights of Huntsman under the AEPA and to further Court order”;

¹ The debtors in these chapter 11 cases include: Tronox Luxembourg S.ar.l; Tronox Incorporated; Cimarron Corporation; Southwestern Refining Company, Inc.; Transworld Drilling Company; Triangle Refineries, Inc.; Triple S, Inc.; Triple S Environmental Management Corporation; Triple S Minerals Resources Corporation; Triple S Refining Corporation; Tronox LLC; Tronox Finance Corp.; Tronox Holdings, Inc.; Tronox Pigments (Savannah) Inc.; and Tronox Worldwide LLC.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Bidding Procedures Order or the Sale Motion [Dkt No. 660], as applicable.

WHEREAS, paragraph 9 of the Bidding Procedures Order provides that “[t]he Sale Hearing, or any portion thereof, may be adjourned by Tronox from time to time without further notice to creditors or parties-in-interest other than by announcement of the adjournment in open court or on the Court’s calendar on the date scheduled for the sale hearing or any adjourned date”;

WHEREAS, the Bidding Procedures Order scheduled the Auction for December 8, 2009 at 10:00 a.m. (ET);

WHEREAS, the Bidding Procedures Order scheduled the Sale Hearing for December 10, 2009 at 11:00 a.m. (ET);

WHEREAS, Tronox, in the exercise of its reasonable business judgment and in consultation with the DIP Agent, the Creditors’ Committee, the Equity Committee and the United States of America, and after considering Huntsman’s rights under the AEPA, has determined that it is in the best interests of Tronox’s estates to adjourn the Auction and the Sale Hearing in accordance with the terms of the Bidding Procedures Order and the Bidding Procedures attached thereto;

NOW THEREFORE, IT IS ORDERED THAT:

1. Pursuant to Paragraph 4 of the Bidding Procedures Order, the Auction is adjourned to **December 21, 2009 at 10:00 a.m. (ET)**.
2. Pursuant to Paragraph 9 of the Bidding Procedures Order, the Sale Hearing is adjourned to **December 22, 2009 at 11:00 a.m. (ET)**.
3. Solely with respect to those parties in interest to whom Tronox previously granted an extension of the Sale Objection Deadline by which those parties must object to the Sale, the Sale Objection Deadline is further extended to **December 15, 2009 at 4:00 p.m. (ET)**.

4. Nothing contained in this Order is intended to modify or amend the terms of the Bidding Procedures Order or any party's rights thereunder, including Tronox's right to further adjourn or cancel the Auction or adjourn the Sale Hearing in accordance with the terms of the Biding Procedures Order.

5. Notwithstanding the possible applicability of Rules 6004(h), 7062 and 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: December 4, 2009

/s/ Allan L. Gropper
United States Bankruptcy Judge